

NEUSTAR INC  
Form S-8 POS  
August 11, 2017

As filed with the Securities and Exchange Commission on August 11, 2017

**Registration No. 333-214280**

**333-207807**

**333-186955**

**333-186954**

**333-177979**

**333-177978**

**333-177976**

**333-160236**

**333-151260**

**333-128418**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-214280**

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**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-177978**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-177976**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-160236**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-151260**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-128418**

*UNDER*

*THE SECURITIES ACT OF 1933*

**NeuStar, Inc.**

**(Exact name of Registrant as specified in its charter)**

<b>Delaware</b>	<b>52-2141938</b>
<b>(State or other jurisdiction of</b>	<b>(I.R.S. Employer</b>
<b>incorporation or organization)</b>	<b>Identification No.)</b>
<b>21575 Ridgetop Circle</b>	
<b>Sterling, Virginia 20166</b>	
<b>(Address of principal executive offices, including zip code)</b>	

**Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan**

**Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan**

**Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan**

**NeuStar, Inc. Employee Stock Purchase Plan**

**TARGUS Information Corporation Amended and Restated 2004 Stock Incentive Plan**

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**NeuStar, Inc. 2009 Stock Incentive Plan**

**AMACAI Information Corporation 2004 Stock Incentive Plan**

**NeuStar, Inc. 2009 Stock Incentive Plan**

**NeuStar, Inc. Deferred Compensation Plan**

**NeuStar, Inc. 1999 Equity Incentive Plan**

**NeuStar, Inc. 2005 Stock Incentive Plan**

**(Full title of the plan)**

**Kevin A. Hughes**

**Acting General Counsel**

**NeuStar, Inc.**

**21575 Ridgetop Circle**

**Sterling, Virginia 20166**

**(571) 434-5400**

**(Name, address and telephone number, including area code, of agent for service)**

*Copy to:*

**Stephen Oetgen**

**Golden Gate Capital**

**One Embarcadero Center, 39th Floor**

**San Francisco, California 94111**

**(415) 983-2700**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) of NeuStar, Inc. (the Company or the Registrant ):

Registration Statement on Form S-8 (No. 333-214280), filed with the Securities and Exchange Commission (the SEC ) on October 27, 2016, registering 3,000,000 shares of Class A common stock, par value \$0.001 per share ( Class A Common Stock ), pursuant to the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.

Registration Statement on Form S-8 (No. 333-207807), filed with the SEC on November 4, 2015, registering 3,000,000 shares of Class A Common Stock pursuant to the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.

Registration Statement on Form S-8 (No. 333-186955), filed with the SEC on February 28, 2013, registering 3,000,000 shares of Class A Common Stock pursuant to the Amended and Restated NeuStar, Inc. 2009 Stock Incentive Plan.

Registration Statement on Form S-8 (No. 333-186954), filed with the SEC on February 28, 2013, registering 600,000 shares of Class A Common Stock pursuant to the NeuStar, Inc. Employee Stock Purchase Plan.

Registration Statement on Form S-8 (No. 333-177979), filed with the SEC on November 14, 2011, registering 355,825 shares of Class A Common Stock pursuant to the TARGUS Information Corporation Amended and Restated 2004 Stock Incentive Plan.

Registration Statement on Form S-8 (No. 333-177978), filed with the SEC on November 14, 2011, registering 961,646 shares of Class A Common Stock pursuant to the NeuStar, Inc. 2009 Stock Incentive Plan.

Registration Statement on Form S-8 (No. 333-177976), filed with the SEC on November 14, 2011, registering 20,854 shares of Class A Common Stock pursuant to the AMACAI Information Corporation 2004 Stock Incentive Plan.

Registration Statement on Form S-8 (No. 333-160236), filed with the SEC on June 25, 2009, registering 19,328,768 shares of Class A Common Stock pursuant to the NeuStar, Inc. 2009 Stock Incentive Plan.

Registration Statement on Form S-8 (No. 333-151260), filed with the SEC on May 29, 2008, registering \$10,000,000 of the Registrant s deferred compensation obligations pursuant to the NeuStar, Inc. Deferred Compensation Plan.

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Registration Statement on Form S-8 (No. 333-128418), filed with the SEC on September 19, 2005, registering a total of 20,579,473 shares of Class A Common Stock pursuant to the NeuStar, Inc. 1999 Equity Incentive Plan and the NeuStar, Inc. 2005 Stock Incentive Plan.

On December 14, 2016, the Company entered into an Agreement and Plan of Merger (the Merger Agreement ) with Aerial Topco, L.P., a Delaware limited partnership ( Parent ), and Aerial Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent ( Merger Sub ). Pursuant to the Merger Agreement, on August 8, 2017, Merger Sub merged with and into the Company, and the Company continued as the surviving corporation and as a wholly owned subsidiary of Parent (the Merger ).

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statements. Accordingly, the Company is filing these Post-Effective Amendments to the Registration Statements pursuant to Rule 478 under the Securities Act of 1933, as amended, to hereby terminate the effectiveness of the Registration Statements, and in accordance with the undertakings made by the Company in the Registration Statements to remove from registration, by means of this Post-Effective Amendment, any of the securities that had been registered but remain unsold at the termination of the offering, the Company hereby removes from registration all such securities, if any. Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sterling, Commonwealth of Virginia, on August 11, 2017.

**NEUSTAR, INC.**

By: /s/ Paul S. Lalljie  
Paul S. Lalljie  
Chief Financial Officer (Principal  
Financial and Accounting Officer and  
Duly Authorized Officer)

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.